

Form 990

Return of Organization Exempt From Income Tax

2010

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 01-01-2010 and ending 12-31-2010

B Check if applicable

 Address change Name change Initial return Terminated Amended return Application pendingC Name of organization
GEORGE C MARSHALL RESEARCH FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address)
PO BOX 1600

D Employer identification number

54-6052427

City or town, state or country, and ZIP + 4
LEXINGTON, VA 24450

E Telephone number

(540) 463-7103

G Gross receipts \$ 2,099,799

F Name and address of principal officer
BRIAN D SHAW
PO BOX 1600
LEXINGTON, VA 24450H(a) Is this a group return for affiliates? Yes NoH(b) Are all affiliates included? Yes No
If "No," attach a list (see instructions)

H(c) Group exemption number ►

I Tax-exempt status 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527

J Website: ► WWW MARSHALLFOUNDATION.ORG

K Form of organization Corporation Trust Association Other ► L Year of formation 1953 M State of legal domicile VA

Part I Summary

1 Briefly describe the organization's mission or most significant activities

THE GEORGE C MARSHALL FOUNDATION CELEBRATES THE LEGACY OF GEORGE C MARSHALL AND INSPIRES NEW LEADERS WITH ITS MUSEUM, LIBRARY, AND ARCHIVES, THE INDEPENDENT MARSHALL FOUNDATION IS THE PLACE WHERE VALUES THAT SHAPED AND MOTIVATED MARSHALL ARE KEPT ALIVE THE FOUNDATION PERPETUATES MARSHALL'S LEADERSHIP QUALITIES AND EXEMPLARY CHARACTER THROUGH ITS EDUCATIONAL AND INTERNATIONAL PROGRAMS, WEB SITE, AND FACILITIES THAT OFFER A WIDE RANGE OF RESOURCES FOR USE BY THE GENERAL PUBLIC AND SCHOLARS

2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)

3 31

4 Number of independent voting members of the governing body (Part VI, line 1b)

4 30

5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)

5 25

6 Total number of volunteers (estimate if necessary)

6 0

7a Total unrelated business revenue from Part VIII, column (C), line 12

7a 0

b Net unrelated business taxable income from Form 990-T, line 34

7b 0

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	980,118	1,121,184
9 Program service revenue (Part VIII, line 2g)	646,570	564,181
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-768,296	335,074
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-56,807	-16,341
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	801,585	2,004,098

	Prior Year	Current Year
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	32,860	27,525
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,049,330	997,659
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ► 285,277		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,005,293	747,436
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	2,087,483	1,772,620
19 Revenue less expenses Subtract line 18 from line 12	-1,285,898	231,478

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	8,728,795	9,451,172
21 Total liabilities (Part X, line 26)	378,348	308,368
22 Net assets or fund balances Subtract line 21 from line 20	8,350,447	9,142,804

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	***** Signature of officer	2011-09-26
	BRIAN D SHAW PRESIDENT Type or print name and title	Date

Paid Preparer Use Only	Print/Type preparer's name GARY R DUERK	Preparer's signature GARY R DUERK	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name ► BROWN EDWARDS & COMPANY LLP				Firm's EIN ►
	Firm's address ► 319 MCCLANAHAN ST ROANOKE, VA 24014				Phone no ► (540) 345-0936

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **1 Briefly describe the organization's mission**

THE MISSION OF THE GEORGE C MARSHALL FOUNDATION IS TO PROMOTE THE VALUES OF SELFLESS SERVICE, DEDICATED EFFORT AND STRENGTH OF CHARACTER EXEMPLIFIED BY MARSHALL'S LIFE AND LEADERSHIP IN WAR AND PEACE AND TO INSPIRE NEW GENERATIONS TO FOLLOW HIS EXAMPLE AS THEY FACE THE CHALLENGES OF THE FUTURE

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses
Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a	(Code) (Expenses \$ 232,592	including grants of \$) (Revenue \$ 75,561)
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LIBRARY AND ARCHIVES - THE ORGANIZATION MAINTAINS AN INTERNATIONALLY RECOGNIZED RESEARCH LIBRARY AND ARCHIVES FOR STUDENTS, SCHOLARS, AND INTERESTED INDIVIDUALS THAT HOUSES MORE THAN TWO MILLION DOCUMENTS ON MILITARY AND DIPLOMATIC HISTORY INCLUDING MAPS, POSTERS, PHOTOGRAPHS AND MOTION PICTURE REELS FROM WWII AND THE POSTWAR PERIOD LIBRARY MATERIALS ARE BEING DIGITIZED AND POSTED TO THE FOUNDATION WEBSITE FOR PUBLIC ACCESS

4b	(Code) (Expenses \$ 349,110	including grants of \$	27,525) (Revenue \$ 345,277)
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EDUCATION AND LEADERSHIP PROGRAMS - THE ORGANIZATION CONDUCTS LEADERSHIP DEVELOPMENT PROGRAMS FOR TOP LEVEL GOVERNMENT OFFICIALS AND CORPORATE EXECUTIVES LECTURES ON TOPICS OF HISTORICAL AND INTERNATIONAL INTEREST ARE HELD EACH YEAR

4c	(Code) (Expenses \$ 326,926	including grants of \$) (Revenue \$ 94,000)
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RESEARCH AND SCHOLARSHIP - THE PAPERS OF GEORGE CATLETT MARSHALL, NOW IN THE SIXTH OF SEVEN VOLUMES, IS THE ORGANIZATION'S PRINCIPAL PUBLICATION PROJECT PROVIDING A SCHOLARLY RESOURCE FOR HISTORIANS, STUDENTS, AND OTHERS WHO STUDY THE LIFE AND CAREER OF MARSHALL AND THE FIRST HALF OF THE 20TH CENTURY. RESEARCH SCHOLARSHIPS ARE AWARDED TO UNDERGRADUATE STUDENTS AND GRADUATE FELLOWS CONDUCTING RESEARCH ON THE LIFE AND TIMES OF GEORGE C MARSHALL

4d Other program services (Describe in Schedule O) See also Additional Data for Description

(Expenses \$ 234,538	including grants of \$) (Revenue \$ 49,343)
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4e Total program service expenses \$ 1,143,166

Part IV Checklist of Required Schedules

- 1** Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A.
- 2** Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)?
- 3** Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I.
- 4** **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II.
- 5** Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III.
- 6** Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I.
- 7** Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II.
- 8** Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III.
- 9** Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV.
- 10** Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V.
- 11** If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable
- a** Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.
 - b** Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.
 - c** Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.
 - d** Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.
 - e** Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.
 - f** Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.
- 12a** Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.
- b** Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.
- 13** Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E.
- 14a** Did the organization maintain an office, employees, or agents outside of the United States?
- b** Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV.
- 15** Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U.S.? If "Yes," complete Schedule F, Parts II and IV.
- 16** Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U.S.? If "Yes," complete Schedule F, Parts III and IV.
- 17** Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions).
- 18** Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II.
- 19** Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III.
- 20a** Did the organization operate one or more hospitals? If "Yes," complete Schedule H.
- b** If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note:** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions).

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		No
6		No
7		No
8	Yes	
9		No
10	Yes	
11a	Yes	
11b	Yes	
11c		No
11d		No
11e	Yes	
11f		No
12a		No
12b	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18	Yes	
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		No
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	Yes	
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b-24d and complete Schedule K. If "No," go to line 25	24a		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		No
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27		No
28 Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a		No
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29	Yes	
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		No
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32		No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	34	Yes	
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	35		No
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?	36		
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	37		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	38	Yes	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI			
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O			

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	24
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	25
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	Yes
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No
b	If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).	7a	Yes
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	Yes
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	No
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	No
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.	9a	
a	Did the organization make any taxable distributions under section 4966?	9b	
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter	10a	
a	Initiation fees and capital contributions included on Part VIII, line 12	10b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter	11a	
a	Gross income from members or shareholders	11b	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	13a	
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

- | | Yes | No |
|---|-----|-----|
| 1a Enter the number of voting members of the governing body at the end of the tax year | 1a | 31 |
| b Enter the number of voting members included in line 1a, above, who are independent | 1b | 30 |
| 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | 2 | No |
| 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? | 3 | No |
| 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | 4 | No |
| 5 Did the organization become aware during the year of a significant diversion of the organization's assets? | 5 | No |
| 6 Does the organization have members or stockholders? | 6 | No |
| 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? | 7a | No |
| b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? | 7b | No |
| 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following | | |
| a The governing body? | 8a | Yes |
| b Each committee with authority to act on behalf of the governing body? | 8b | Yes |
| 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | 9 | No |

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

- | | Yes | No |
|--|-----|-----|
| 10a Does the organization have local chapters, branches, or affiliates? | 10a | No |
| b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? | 10b | |
| 11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? | 11a | Yes |
| b Describe in Schedule O the process, if any, used by the organization to review this Form 990 | | |
| 12a Does the organization have a written conflict of interest policy? If "No," go to line 13 | 12a | Yes |
| b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | 12b | No |
| c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done | 12c | Yes |
| 13 Does the organization have a written whistleblower policy? | 13 | Yes |
| 14 Does the organization have a written document retention and destruction policy? | 14 | Yes |
| 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| a The organization's CEO, Executive Director, or top management official | 15a | No |
| b Other officers or key employees of the organization | 15b | Yes |
| If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions) | | |
| 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | 16a | No |
| b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? | 16b | |

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed VA , NY
- 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ►
CAROL WHEELER
VMI PARADE PO BOX 1600
LEXINGTON, VA 24450
(540) 463-7103

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees, if any. See instructions for definition of "key employee".

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Or director or individual trustee	Institutional Trustee	Officer	Key employee	Highest compensated employee			
(1) DAVID M ABSHIRE TRUSTEE		X					0	0	0
(2) J STEWART BRYAN TRUSTEE	2 00	X					0	0	0
(3) CHRISTINE K CARRICO TRUSTEE		X					0	0	0
(4) ROBERT B CHARLES TRUSTEE		X					0	0	0
(5) RICHARD A CODY TRUSTEE		X					0	0	0
(6) CHARLES W DYKE TRUSTEE	2 00	X					0	0	0
(7) GEORGE W FORESMAN TRUSTEE		X					0	0	0
(8) THOMAS H HENRIKSEN TRUSTEE		X					0	0	0
(9) JOHN P JUMPER TRUSTEE		X					0	0	0
(10) WALTER H KANSTEINER III TRUSTEE		X					0	0	0
(11) JOHN M KEANE TRUSTEE		X					0	0	0
(12) ROBERT H LAMB TRUSTEE		X					0	0	0
(13) THOMAS MORRIS TRUSTEE		X					0	0	0
(14) L F PAYNE JR TRUSTEE		X					0	0	0
(15) J H BINFORD PEAY III - EX-OFFICIO TRUSTEE		X					0	0	0
(16) THOMAS R PICKERING TRUSTEE	2 00	X					0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
(17) KURT A POLK TRUSTEE		X					0	0	0
(18) JAMES R ROEBUCK JR - EX-OFFICIO TRUSTEE		X					0	0	0
(19) JACK RUDIN TRUSTEE		X					0	0	0
(20) KENNETH P RUSCIO - EX-OFFICIO TRUSTEE		X					0	0	0
(21) BRIAN D SHAW - EX-OFFICIO PRESIDENT	50 00	X		X			201,686	0	17,599
(22) THOMAS G SLATER JR - EX-OFFICIO TRUSTEE		X					0	0	0
(23) RICHARD F TIMMONS TRUSTEE		X					0	0	0
(24) OLIN L WETHINGTON TRUSTEE	2 00	X					0	0	0
(25) JAMES J WINN JR TRUSTEE		X					0	0	0
(26) SAMUEL B WITT III TRUSTEE	2 00	X					0	0	0
(27) JACK N MERRITT TRUSTEE	2 00	X					0	0	0
(28) JOHN A WOLF - EX-OFFICIO TRUSTEE	0 00	X					0	0	0
(29) CLIFFORD MILLER YONCE TRUSTEE	0 00	X					0	0	0
(30) JOHN B ADAMS JR BOARD CHAIRMAN	8 00	X		X			0	0	0
(31) ROBERT J FITCH BOARD VICE CHAIRMAN	2 00			X			0	0	0
(32) CAROL WHEELER BOARD SECRETARY	50 00			X			75,594	0	0
1b Sub-Total									
c Total from continuation sheets to Part VII, Section A									
d Total (add lines 1b and 1c)							277,280	0	17,599

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ►1

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	Yes
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
HYATT REGENCY 1800 PRESIDENTS STREET RESTON, VA 20190	HOTEL/MEETING-RECEPTION ROOMS	127,181
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ►1		

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts					
1a Federated campaigns	1a				
b Membership dues	1b				
c Fundraising events	1c	256,000			
d Related organizations	1d				
e Government grants (contributions)	1e	202,149			
f All other contributions, gifts, grants, and similar amounts not included above	1f	663,035			
g Noncash contributions included in lines 1a-1f \$		27,855			
h Total. Add lines 1a-1f		1,121,184			
Program Service Revenue					
2a LEADERSHIP AND EDUCATI		Business Code			
		900099	345,277	345,277	
b RESEARCH CONTRACTS		900099	94,000	94,000	
c LIBRARY & ARCHIVE SERV		900099	75,561	75,561	
d MUSEUM ADMISSIONS		900099	49,343	49,343	
e					
f All other program service revenue					
g Total. Add lines 2a-2f		564,181			
3 Investment income (including dividends, interest and other similar amounts)					
			187,012		187,012
4 Income from investment of tax-exempt bond proceeds					
5 Royalties					
6a Gross Rents	(i) Real	(ii) Personal			
	164				
b Less rental expenses					
c Rental income or (loss)	164				
d Net rental income or (loss)			164		164
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	148,062				
b Less cost or other basis and sales expenses					
c Gain or (loss)	148,062				
d Net gain or (loss)			148,062		148,062
8a Gross income from fundraising events (not including \$ 256,000 of contributions reported on line 1c) See Part IV, line 18	a				
		13,500			
b Less direct expenses	b	79,546			
c Net income or (loss) from fundraising events			-66,046		-66,046
9a Gross income from gaming activities See Part IV, line 19	a				
b Less direct expenses	b				
c Net income or (loss) from gaming activities					
10a Gross sales of inventory, less returns and allowances	a				
		29,604			
b Less cost of goods sold	b	16,155			
c Net income or (loss) from sales of inventory			13,449		13,449
Miscellaneous Revenue		Business Code			
11a CHANGE IN VALUE OF SPL		900099	29,091		29,091
b OTHER REVENUE		900099	7,001		7,001
c					
d All other revenue					
e Total. Add lines 11a-11d		36,092			
12 Total revenue. See Instructions		2,004,098	564,181	0	318,733

Part IX Statement of Functional Expenses**Section 501(c)(3) and 501(c)(4) organizations must complete all columns.****All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
2 Grants and other assistance to individuals in the U S See Part IV, line 22	27,525	27,525		
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	294,879	98,678	141,380	54,821
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	702,780	458,102	85,207	159,471
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
a Fees for services (non-employees) Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	49,481		49,481	
g Other	188,590	147,147	7,299	34,144
12 Advertising and promotion	6,517	5,126		1,391
13 Office expenses	133,036	80,768	10,501	41,767
14 Information technology				
15 Royalties				
16 Occupancy	114,028	91,059	11,597	11,372
17 Travel	156,728	116,424	21,638	18,666
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	70,845	24,543	10,284	36,018
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	82,355	68,794	6,790	6,771
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a PLEDGE WRITE-OFFS	25,000	25,000		
b AWARD DINNER EXPENSE	-79,144			-79,144
c				
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	1,772,620	1,143,166	344,177	285,277
26 Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	308,567	1 875,680
	2 Savings and temporary cash investments		2
	3 Pledges and grants receivable, net	1,039,607	3 696,955
	4 Accounts receivable, net	8,709	4 15,410
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L		6
	7 Notes and loans receivable, net		7
	8 Inventories for sale or use	40,484	8 42,166
	9 Prepaid expenses and deferred charges	31,276	9 20,532
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	2,731,617 10a	
	b Less accumulated depreciation	1,696,538 10b	1,018,775 10c 1,035,079
	11 Investments—publicly traded securities		11
	12 Investments—other securities See Part IV, line 11	6,281,377	12 6,765,350
	13 Investments—program-related See Part IV, line 11		13
	14 Intangible assets		14
	15 Other assets See Part IV, line 11		15
	16 Total assets. Add lines 1 through 15 (must equal line 34)	8,728,795	16 9,451,172
Liabilities	17 Accounts payable and accrued expenses	199,053	17 130,518
	18 Grants payable		18
	19 Deferred revenue		19
	20 Tax-exempt bond liabilities		20
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22
	23 Secured mortgages and notes payable to unrelated third parties	158,468	23 158,468
	24 Unsecured notes and loans payable to unrelated third parties		24
	25 Other liabilities Complete Part X of Schedule D	20,827	25 19,382
	26 Total liabilities. Add lines 17 through 25	378,348	26 308,368
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	1,965,613	27 2,805,419
	28 Temporarily restricted net assets	1,890,233	28 1,837,541
	29 Permanently restricted net assets	4,494,601	29 4,499,844
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds		30
	31 Paid-in or capital surplus, or land, building or equipment fund		31
	32 Retained earnings, endowment, accumulated income, or other funds		32
	33 Total net assets or fund balances	8,350,447	33 9,142,804
	34 Total liabilities and net assets/fund balances	8,728,795	34 9,451,172

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,004,098
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,772,620
3	Revenue less expenses Subtract line 2 from line 1	3	231,478
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	8,350,447
5	Other changes in net assets or fund balances (explain in Schedule O)	5	560,879
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	9,142,804

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? . . .	2a	No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

2010

Open to Public
Inspection**SCHEDULE A**
(Form 990 or 990EZ)**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Department of the Treasury
Internal Revenue ServiceName of the organization
GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
- e a Type I b Type II c Type III - Functionally integrated d Type III - Other
- f By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- g If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- h Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?
- (ii) a family member of a person described in (i) above?
- (iii) a 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	1,407,141	1,563,646	1,781,399	980,118	1,340,064	7,072,368
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	1,407,141	1,563,646	1,781,399	980,118	1,340,064	7,072,368
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1,363,634
6 Public Support. Subtract line 5 from line 4						5,708,734

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	1,407,141	1,563,646	1,781,399	980,118	1,340,064	7,072,368
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	267,199	164,740	133,007	134,895	187,013	886,854
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	730	1,894	405	10,147	7,001	20,177
11 Total support (Add lines 7 through 10)						7,979,399
12 Gross receipts from related activities, etc (See instructions)					12	3,722,743

13 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ►**Section C. Computation of Public Support Percentage**

14 Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f))	14	71 540 %
15 Public Support Percentage for 2009 Schedule A, Part II, line 14	15	76 510 %
16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization ►✓		
b 33 1/3% support test—2009. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization ►		
17a 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization ►		
b 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization ►		
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ►		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11 and 12)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ►						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15
16 Public support percentage from 2009 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f))	17
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18
19a 33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►	
b 33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►	
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions ►	

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

2010

Open to Public
Inspection**SCHEDULE D**
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.
► Attach to Form 990. ► See separate instructions.

Name of the organization

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No
- 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply)
- Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically importantly land area
- Protection of natural habitat Preservation of a certified historic structure
- Preservation of open space

- 2 Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
2a	
2b	
2c	
2d	

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____

- 4 Number of states where property subject to conservation easement is located ► _____

- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

- 6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► _____

- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? Yes No

- 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

- b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3** Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)
- | | |
|---|---|
| a <input checked="" type="checkbox"/> Public exhibition
b <input checked="" type="checkbox"/> Scholarly research
c <input checked="" type="checkbox"/> Preservation for future generations | d <input checked="" type="checkbox"/> Loan or exchange programs
e <input type="checkbox"/> Other |
|---|---|
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV
- 5** During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b** If "Yes," explain the arrangement in Part XIV and complete the following table
- | | Amount |
|--|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a** Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b** If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	3,473,822	3,050,335	4,562,062		
b Contributions	5,350	3,656	111,383		
c Investment earnings or losses	606,396	777,793	-1,535,140		
d Grants or scholarships					
e Other expenditures for facilities and programs	259,794	-357,962	87,970		
f Administrative expenses					
g End of year balance	3,825,774	3,473,822	3,050,335		

- 2** Provide the estimated percentage of the year end balance held as

- a** Board designated or quasi-endowment ► 0 %
b Permanent endowment ► 100 000 %
c Term endowment ► 0 %

- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
3a(i)	Yes	
3a(ii)		No
3b		

- b** If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

- 4** Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

	Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land					
b Buildings	1,678,197		834,697	843,500	
c Leasehold improvements					
d Equipment	1,053,420		861,841	191,579	
e Other					
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				1,035,079	

Part VII Investments—Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) CASH EQUIV-POOLED INVEST	54,123	F
(B) EQUITIES - POOLED INVEST	3,457,094	F
(C) FIXED INC - POOLED INVEST	703,596	F
(D) ABSOLUTE RETURN FUNDS	1,731,930	F
(E) TIPS	182,664	F
(F) REAL ESTATE	358,564	F
(G) NATURAL RESOURCES	202,960	F
(H) PVT EQ/VENTURE CAPITAL	74,419	F
Total. (Column (b) should equal Form 990, Part X, col (B) line 12)	6,765,350	

Part VIII Investments—Program Related. See Form 990, Part X, line 13

Part VIII Investments—Program Related. See Form 990, Part X, line 13

Part IX Other Assets See Form 990, Part X, col (B) line 13.

Part IX Other Assets. See Form 990, Part X, line 15

Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.)

Part X Other Liabilities. See Form 990, Part X, line 25

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	2,004,098
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,772,620
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	231,478
4	Net unrealized gains (losses) on investments	4	560,879
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	560,879
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	792,357

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	2,110,668
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	560,880
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	79,144
e	Add lines 2a through 2d	2e	640,024
3	Subtract line 2e from line 1	3	1,470,644
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	49,481
b	Other (Describe in Part XIV)	4b	483,973
c	Add lines 4a and 4b	4c	533,454
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	2,004,098

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	1,802,284
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	79,145
e	Add lines 2a through 2d	2e	79,145
3	Subtract line 2e from line 1	3	1,723,139
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	49,481
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	49,481
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	1,772,620

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
	PART III, LINE 1A	AS WITH MANY MUSEUMS AND LIBRARIES, THE FOUNDATION'S COLLECTION OF DOCUMENTS, HISTORICAL DATA, PERSONAL PROPERTY, AND BOOKS ARE NOT INCLUDED IN THE STATEMENTS OF FINANCIAL POSITION. THE CURATOR OF MILITARY HISTORY AT THE SMITHSONIAN INSTITUTE APPRAISED THE COLLECTION AT A VALUE OF APPROXIMATELY \$7 MILLION IN 1972. ACCESSIONS AND DEACCESSIONS SINCE THAT TIME HAVE NOT BEEN APPRAISED.
	PART III, LINE 4	THE GEORGE C. MARSHALL FOUNDATION'S MUSEUM, LIBRARY AND ARCHIVES FURTHER THE EXEMPT PURPOSE OF THE ORGANIZATION TO EDUCATE THE GENERAL PUBLIC, STUDENTS, AND SCHOLARS ON THE CHANGING ROLE OF THE UNITED STATES DURING THE 20TH CENTURY IN MILITARY AND DIPLOMATIC AFFAIRS AS SEEN THROUGH THE LIFE AND EXAMPLE OF GEORGE C. MARSHALL. THE MUSEUM, LIBRARY, AND ARCHIVES FULFILL THE FOUNDATION'S MISSION BY COLLECTING, INTERPRETING, EXHIBITING, EDUCATING, AND RESEARCHING THE IDEALS, VALUES AND MATERIAL OBJECTS ASSOCIATED WITH GENERAL MARSHALL AND HIS CONTEMPORARIES. TYPES OF OBJECTS INCLUDE ARTIFACTS, DOCUMENTS, AND PHOTOGRAPHS RELATING TO THE PERSONAL AND PROFESSIONAL LIFE OF GENERAL MARSHALL, MATERIALS RELATED TO THE MILITARY AND DIPLOMATIC CONTEMPORARIES OF GEORGE C. MARSHALL AS WELL AS THE UNITED STATES ARMED FORCES AND ARMED FORCES OF OTHER NATIONS, 1898-1959, MILITARY MEMORABILIA 1898-1959, AND Ephemera RELATING TO THE COLD WAR ERA, 1946-1990. IN TOTAL THE MUSEUM HOUSES A COLLECTION OF MORE THAN 2,400 MARSHALL-ERA ITEMS, INCLUDING THE NOBEL PRIZE FOR PEACE. THE MARSHALL LIBRARY AND ARCHIVES HOUSE MORE THAN TWO MILLION DOCUMENTS ON MILITARY AND DIPLOMATIC HISTORY, A GROWING ROSTER OF FULL-TEXT DIGITAL COLLECTIONS ON ITS WEB SITE, MORE THAN 2,800 MAPS FROM WWI AND WWII, A WORLD-CLASS COLLECTION OF PROPAGANDA POSTERS, MORE THAN 30,000 PHOTOGRAPHS FROM THE OFFICE OF WAR INFORMATION AND THE SIGNAL CORPS, AND MORE THAN 400 MOTION PICTURE REELS FROM WWII AND THE POST WAR PERIOD.
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE ORGANIZATION'S PERMANENT ENDOWMENT FUNDS ARE INTENDED TO SUPPORT THE ONGOING ACTIVITIES OF THE ORGANIZATION IN PERPETUITY INCLUDING THE LIBRARY AND ARCHIVES, SCHOLARSHIPS, EDUCATION AND PROGRAM SERVICES, AWARDS, AND OTHER ACTIVITIES.
PART XII, LINE 2D - OTHER ADJUSTMENTS		FUNDRAISING DIRECT EXPENSES 79,144
PART XII, LINE 4B - OTHER ADJUSTMENTS		INVESTMENT RETURN NET OF AMOUNT AVAILABLE TO SUPPORT CURRENT OPERATIONS 483,973
PART XIII, LINE 2D - OTHER ADJUSTMENTS		FUNDRAISING DIRECT EXPENSES 79,145

Additional Data

Software ID:

Software Version:

EIN: 54-6052427

Name: GEORGE C MARSHALL RESEARCH FOUNDATION

Form 990, Schedule D, Part VII - Investments— Other Securities

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
CASH EQUIV-POOLED INVEST	54,123	F
EQUITIES - POOLED INVEST	3,457,094	F
FIXED INC - POOLED INVEST	703,596	F
ABSOLUTE RETURN FUNDS	1,731,930	F
TIPS	182,664	F
REAL ESTATE	358,564	F
NATURAL RESOURCES	202,960	F
PVT EQ/VENTURE CAPITAL	74,419	F

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2010

**Open to Public
Inspection**

**Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.**

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions

Department of the Treasury
Internal Revenue Service

Employer identification number

54-6052427

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations
 - b Internet and e-mail solicitations
 - c Phone solicitations
 - d In-person solicitations
 - e Solicitation of non-government grants
 - f Solicitation of government grants
 - g Special fundraising events

- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

Yes No

- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

- 3** List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

	(a) Event #1 MARSHALL AWARD LUNCHEON (event type)	(b) Event #2 (event type)	(c) Other Events (total number)	(d) Total Events (Add col (a) through col (c))
1 Gross receipts . . .	269,500			269,500
2 Less Charitable contributions . . .	256,000			256,000
3 Gross income (line 1 minus line 2) . . .	13,500			13,500
4 Cash prizes . . .	0			
5 Non-cash prizes . . .	403			403
6 Rent/facility costs . . .	0			
7 Food and beverages . . .	29,755			29,755
8 Entertainment . . .				
9 Other direct expenses .	49,388			49,388
10 Direct expense summary Add lines 4 through 9 in column (d) ►				79,546
11 Net income summary Combine lines 3 and 10 in column (d) ►				-66,046

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

	(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
1 Gross revenue . . .				
2 Cash prizes				
3 Non-cash prizes				
4 Rent/facility costs				
5 Other direct expenses . . .				
6 Volunteer labor . . .	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No	
7 Direct expense summary Add lines 2 through 5 in column (d) ►				
8 Net gaming income summary Combine lines 1 and 7 in column (d) ►				

9 Enter the state(s) in which the organization operates gaming activities _____

- a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," Explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

- b If "Yes," Explain _____

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13** Indicate the percentage of gaming activity operated in
- | | |
|--|-----|
| a The organization's facility | 13a |
| b An outside facility | 13b |
- 14** Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ►

Address ►

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b** If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____
- c** If "Yes," enter name and address

Name ►

Address ►

16 Gaming manager information

Name ►

Gaming manager compensation ► \$

Description of services provided ►

 Director/officer Employee Independent contractor**17** Mandatory distributions

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$

Part IV Complete this part to provide additional information for responses to questions on Schedule G (see instructions.)

Identifier

ReturnReference

Explanation

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.

► Attach to Form 990

2010

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed.

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) MARSHALL UNDERGRADUATE SCHOLARS GRANTS	11	3,250	455	WHOLESALE PURCHASE PRICE	BOOKS ON GEORGE C MARSHALL
(2) BARUCH FELLOWSHIPS	10	21,150			
(3) NATIONAL HISTORY DAY AWARD	1	1,500	50	FMV	BOOKS ON GEORGE C MARSHALL
(4) STATESMAN AWARD - GEORGE C MARSHALL HIGH SCHOOL	2	500	60	FMV	BOOKS ON GEORGE C MARSHALL
(5) MARSHALL AWARD FOR STRATEGIC STUDIES WRITING	1	500			

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
OTHER INFORMATION	PART IV	THE ORGANIZATION'S GRANTS ARE AWARDED FOR SCHOLARLY RESEARCH THERE ARE NO NON-CASH GRANTS THE MARSHALL UNDERGRADUATE SCHOLAR GRANTS ARE \$250/STUDENT THE BARUCH FELLOWSHIP GRANTS ARE GENERALLY IN THE \$300 TO \$2,700 RANGE THERE ARE NO NON-CASH GRANTS MARSHALL UNDERGRADUATE SCHOLARS WORK UNDER THE DIRECTION OF A PROFESSOR AT THEIR HOME UNIVERSITY AND ATTEND TWO WORKSHOPS AT THE FOUNDATION THEIR RESEARCH EFFORTS ARE ADVISED BY THE FOUNDATION PROGRAM DIRECTOR AND A FOUNDATION FACULTY ADVISOR BARUCH FELLOWSHIP AWARDEES ARE EXPECTED TO PRODUCE TANGIBLE EVIDENCE OF SCHOLARLY ACCOMPLISHMENTS WITHIN A YEAR OF RECEIVING THE GRANT RECIPIENTS MUST FURNISH AN ACCOUNTING OF HOW THE GRANT FUNDS WERE SPENT 10% OF THE AWARD IS WITHHELD UNTIL THE FINAL PRODUCT IS COMPLETED THE ORGANIZATION RETAINS COPIES OF FINAL RESEARCH PAPERS FOR BOTH GRANT PROGRAMS

**Schedule J
(Form 990)****Compensation Information**

OMB No 1545-0047

2010Department of the Treasury
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
► Attach to Form 990. ► See separate instructions.

Open to Public Inspection**Name of the organization**

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I Questions Regarding Compensation

Yes No

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

- b** If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain

- 2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

1b No

- 3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

- | | |
|--|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

- 4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

- a** Receive a severance payment or change-of-control payment from the organization or a related organization?

- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

- c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

4a No**4b** No**4c** No**Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.**

- 5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

- a** The organization?

- b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

5a No**5b** No

- 6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

- a** The organization?

- b** Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

6a No**6b** No

- 7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

7 No

- 8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53.4958-4(a)(3)? If "Yes," describe in Part III

8 No

- 9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

9

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) BRIAN D SHAW - EX-OFFICIO	(i) 201,686 0	0 0	0 0	0 0	0 0	201,686 0	0 0
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 1A	THE BOARD APPOINTED BRIAN SHAW PRESIDENT IN JANUARY 2008 SINCE HE RESIDES IN RICHMOND, THE BOARD DETERMINED AN APARTMENT SHOULD BE PROVIDED FOR HIM IN LEXINGTON, VA. THE RENT AND COST OF UTILITIES ARE ADDED TO HIS ANNUAL COMPENSATION AS NON-MONETARY INCOME AND ARE INCLUDED IN HIS W-2 WAGES

SCHEDULE M
(Form 990)

NonCash Contributions

OMB No 1545-0047

2010

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

►Complete if the organization answered "Yes" on Form
990, Part IV, lines 29 or 30.
► Attach to Form 990.

Name of the organization
GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining oncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	2	27,799	SALE OF STOCK
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
EXPENSE FORGIVENESS				
25 Other ►(- TRAVEL)	X	1	56	FAIR MARKET VALUE
26 Other ►(_____)				
27 Other ►(_____)				
28 Other ►(_____)				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement		29		

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a	No
b If "Yes," describe the arrangement in Part II		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	No
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a	No
b If "Yes," describe in Part II		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)**Supplemental Information to Form 990 or 990-EZ****2010****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
► Attach to Form 990 or 990-EZ.****Name of the organization**

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11		FORM 990 IS REVIEWED BY THE PRESIDENT OF THE FOUNDATION, THE FINANCE COMMITTEE AND ALL BOARD MEMBERS BEFORE FILING WITH THE IRS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	THE PRESIDENT'S EXECUTIVE ASSISTANT KEEPS A FILE OF ALL SUBMITTED CONFLICT OF INTEREST STATEMENTS AND CONTACTS TRUSTEES, OFFICERS, AND EMPLOYEES WHO DO NOT RESPOND IN A TIMELY MANNER. THE SECRETARY OF THE BOARD REVIEWS THE RESPONSE LIST SEVERAL TIMES A YEAR AND ALSO REQUESTS REMINDER NOTICES, IF NECESSARY.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15B	THE BOARD DETERMINES THE PRESIDENT'S COMPENSATION AND APPROVES THE BUDGET WHICH INCLUDES ALL EMPLOYEE COMPENSATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST, WHISTLEBLOWER, AND DOCUMENT RETENTION POLICIES ARE AVAILABLE ON THE ORGANIZATION'S WEBSITE. THE FORM 990 AND AUDITED FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED GAINS ON INVESTMENTS 560,879

Identifier	Return Reference	Explanation
	FORM 990, PART IX, LINE 2C	THE REVIEW PROCESS REMAINS THE SAME AS IN PAST YEARS

Identifier	Return Reference	Explanation
	EXPLANATION OF AUDITED FINANCIAL INFORMATION	THE FOUNDATION PREPARES ITS FINANCIAL INFORMATION. THE AUDITED FINANCIAL INFORMATION REFLECTS THE CONSOLIDATED FINANCIAL POSITION OF GEORGE C MARSHALL RESEARCH FOUNDATION AND GEORGE C MARSHALL OUTREACH, INC. THE FINANCIAL INFORMATION IN THIS RETURN REFLECTS ONLY THE GEORGE C MARSHALL RESEARCH FOUNDATION. FURTHER INFORMATION ABOUT THE GEORGE C MARSHALL OUTREACH, INC IS AVAILABLE IN SCHEDULE R.

**SCHEDULE R
(Form 990)****Related Organizations and Unrelated Partnerships**

OMB No 1545-0047

2010**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
 ► Attach to Form 990. ► See separate instructions.

Name of the organization

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)

- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)

- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees

- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses

- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

	Yes	No
1a		No
1b		No
1c		No
1d	Yes	
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m	Yes	
1n	Yes	
1o	Yes	
1p		No
1q		No
1r		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) GEORGE C MARSHALL RESEARCH FOUNDATION	D		
(2) GEORGE C MARSHALL RESEARCH FOUNDATION	O		
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
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Additional Data

Software ID:
Software Version:
EIN: 54-6052427
Name: GEORGE C MARSHALL RESEARCH FOUNDATION

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Official	Key employee	Highest compensated employee			
DAVID M ABSHIRE TRUSTEE		X					0	0	0
J STEWART BRYAN TRUSTEE	2 00	X					0	0	0
CHRISTINE K CARRICO TRUSTEE		X					0	0	0
ROBERT B CHARLES TRUSTEE		X					0	0	0
RICHARD A CODY TRUSTEE		X					0	0	0
CHARLES W DYKE TRUSTEE	2 00	X					0	0	0
GEORGE W FORESMAN TRUSTEE		X					0	0	0
THOMAS H HENRIKSEN TRUSTEE		X					0	0	0
JOHN P JUMPER TRUSTEE		X					0	0	0
WALTER H KANSTEINER III TRUSTEE		X					0	0	0
JOHN M KEANE TRUSTEE		X					0	0	0
ROBERT H LAMB TRUSTEE		X					0	0	0
THOMAS MORRIS TRUSTEE		X					0	0	0
L F PAYNE JR TRUSTEE		X					0	0	0
J H BINFORD PEAY III - EX-OFFICIO TRUSTEE		X					0	0	0
THOMAS R PICKERING TRUSTEE	2 00	X					0	0	0
KURT A POLK TRUSTEE		X					0	0	0
JAMES R ROEBUCK JR - EX-OFFICIO TRUSTEE		X					0	0	0
JACK RUDIN TRUSTEE		X					0	0	0
KENNETH P RUSCIO - EX-OFFICIO TRUSTEE		X					0	0	0
BRIAN D SHAW - EX-OFFICIO PRESIDENT	50 00	X		X			201,686	0	17,599
THOMAS G SLATER JR - EX-OFFICIO TRUSTEE		X					0	0	0
RICHARD F TIMMONS TRUSTEE		X					0	0	0
OLIN L WETHINGTON TRUSTEE	2 00	X					0	0	0
JAMES J WINN JR TRUSTEE		X					0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)				(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Office	Highest compensated employee			
SAMUEL B WITT III TRUSTEE	2 00	X				0	0	0
JACK N MERRITT TRUSTEE	2 00	X				0	0	0
JOHN A WOLF - EX-OFFICIO TRUSTEE	0 00	X				0	0	0
CLIFFORD MILLER YONCE TRUSTEE	0 00	X				0	0	0
JOHN B ADAMS JR BOARD CHAIRMAN	8 00	X	X			0	0	0
ROBERT J FITCH BOARD VICE CHAIRMAN	2 00		X			0	0	0
CAROL WHEELER BOARD SECRETARY	50 00		X			75,594	0	0

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)**4d. Other program services**

(Code) (Expenses \$	183,215	including grants of \$) (Revenue \$	49,343)
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MUSEUM AND MUSEUM SHOP - THE ORGANIZATION OPERATES THE GEORGE C MARSHALL MUSEUM WHICH WAS OPEN TO THE PUBLIC 6 DAYS A WEEK THROUGHOUT 2010 AND RECEIVED MORE THAN 7,500 VISITORS INCLUDING SCHOOL GROUPS, VETERANS, ACTIVE DUTY PERSONNEL, NATIONAL AND INTERNATIONAL VISITORS INTERESTED IN WORLD WAR II, AND THE GENERAL PUBLIC. THE MUSEUM CARES FOR AND MAINTAINS A VALUABLE COLLECTION OF DOCUMENTS AND ARTIFACTS FROM GEORGE C MARSHALL AND WORLD WARS I AND II

(Code) (Expenses \$	51,323	including grants of \$) (Revenue \$)
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PUBLICATIONS - TOPICS, THE SEMI-ANNUAL NEWSLETTER PUBLISHED BY THE FOUNDATION, REPORTS ON PROGRAMS, EVENTS AND NEWS OF THE FOUNDATION